

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>Case No. 17-BK-3283-LTS</div> <div>(Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 19 BK 5523-LTS</div> <div>(Jointly Administered)</div> <div>This Motion relates only to PBA, and shall be filed in Case No. 17 BK 3283-LTS and Case No. 19 BK 5523-LTS</div>

**MOTION OF THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY
FOR AN ORDER EXTENDING THE DATE TO FILE CREDITOR MATRIX**

To the Honorable United States District Judge Laura Taylor Swain:

The Puerto Rico Public Buildings Authority (“PBA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as PBA’s

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

representative in the Title III Case pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”),² respectfully submits this motion (the “Motion”), for entry of an order, substantially in the form attached hereto as **Exhibit A**, extending the date by which PBA must file the creditor mailing matrix (the “Creditor Matrix”) pursuant to Bankruptcy Rule 1007(a), made applicable to the Title III case of PBA (the “Title III Case”) pursuant to PROMESA § 310. In support of this Motion, PBA respectfully states as follows:

Jurisdiction and Venue

1. The United States District Court for the District of Puerto Rico has subject matter jurisdiction over this matter pursuant to PROMESA § 306(a).
2. Venue is proper pursuant to PROMESA § 307(a).

Background

A. PBA Title III Case and the Joint Plan

3. By letter dated September 25, 2019, and in light of the ongoing efforts in connection with the Joint Plan, as defined below, the Governor of Puerto Rico (the “Governor”) requested the Oversight Board file a petition for PBA under Title III of PROMESA.
4. On September 27, 2019 (the “Petition Date”), the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for PBA pursuant to PROMESA section 304(a), commencing the Title III Case.
5. On the Petition Date, the Oversight Board filed the *Motion of PBA for Entry of Order (A) Fixing Dates to File Creditor Matrix and List of Creditors and (B) Waiving Local Bankruptcy Rule 1007-1* [Case No. 19-BK-5523, ECF No. 4] requesting, among other things, an order fixing November 22, 2019, as the date by which PBA must file the creditor mailing matrix

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

(the “Creditor Matrix”), and January 10, 2019, as the date by which PBA must file the full list of creditors with claim amounts pursuant to Bankruptcy Code section 924 (the “Creditor List”).

6. In addition, on the Petition Date, the Oversight Board filed a proposed joint plan of adjustment (the “Joint Plan”) and disclosure statement (the “Disclosure Statement”) for PBA, the Commonwealth of Puerto Rico (the “Commonwealth”), and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) [Case No. 17-3283, ECF Nos. 8765, 8766].

7. On October 9, 2019, the Court issued the *Order (A) Fixing Dates to File Creditor Matrix and List of Creditors and (B) Waiving Local Bankruptcy Rule 1007-1* (the “Order”) [Case No. 19-BK-5523, ECF No. 14], which among other things, waived the requirements of Bankruptcy Rule 1007(a) and fixed November 22, 2019 and January 10, 2020 as the respective dates by which PBA must file the Creditor Matrix and the Creditor List. The Order was granted without prejudice to PBA’s right to seek further extensions to file the Creditor Matrix and the Creditor List.

B. Mandatory Mediation Sessions

8. Pursuant to an order, dated July 24, 2019, the Court ordered mandatory mediation sessions for certain enumerated parties, including the Oversight Board, PBA, and certain other parties in interest, in an effort to, among other things, identify efficiently the issues that must be litigated or otherwise resolved to achieve confirmation of a plan of adjustment for the Commonwealth [Case No. 17-BK-3283, ECF No. 8244].

9. On October 28, 2019, the Court issued the *Order Granting Urgent Joint Motion of Oversight Board and AAFAF for Order Extending (A) Stay Period, (B) Mandatory Mediation, and (C) Certain Deadlines Related Thereto* [Case No. 17-BK-3283, ECF No. 9016], which, among other things, extended (a) the period in which activity associated with certain litigations would be

stayed and (b) plan of adjustment mediation sessions.³ As of the date hereof, all parties continue to mediate issues with the Mediation Team.

Relief Requested

10. By this Motion, PBA requests an order seeking a further extension of the date by which it must file the Creditor Matrix to January 10, 2020—the same date by which PBA must file the Creditor List—without prejudice to its right to seek further extensions.

11. Under the circumstances of the Title III Cases, good cause exists for the relief requested. The Title III Cases are at a critical juncture: on the Petition Date, the Oversight Board filed the proposed Joint Plan and Disclosure Statement to resolve the Title III cases of PBA, the Commonwealth and ERS. With an eye to maintaining cost efficiency within the Title III Cases, PBA shares the same advisors (the “Title III Advisors”) as other Title III Debtors, including the Commonwealth and ERS. Critically, PBA and the Title III Advisors are key participants in mandatory mediation sessions, ordered by this Court, as part of the efforts for Puerto Rico to emerge from its financial distress and regain its fiscal health. Accordingly, PBA and the Title III Advisors must devote considerable attention to these mediation sessions.

12. Completing the Creditor Matrix requires PBA and the Title III Advisors to spend significant time and effort to collect, review, and assemble copious amounts of information. In this critical time period, PBA and the Title III Advisors must balance the competing demands of diligently and accurately completing the Creditor Matrix with meaningfully contributing to mediation sessions and maintaining the momentum required to build further consensus among stakeholders for the Joint Plan and to resolve the Title III Cases. While PBA and the Title III

³ The Court’s order specially required that “[i]f the parties cannot agree or come to substantial agreement with respect to scheduling orders and other matters, the Mediation Team shall file the Report by the earlier of (i) the Mediation Team Leader’s conclusion that mediation has stalled, or (ii) November 27, 2019.” Case No. 17-BK-3283, ECF No. 9016 at 2.

Advisors have exercised all reasonable best efforts to prepare the Creditor Matrix, additional time is required.

13. Nevertheless, recognizing the importance of the Creditor Matrix, PBA intends to complete the Creditor Matrix as quickly as possible under the circumstances. Accordingly, the Oversight Board respectfully requests the Court enter the Proposed Order, extending the time for PBA to file the Creditor Matrix to and including January 10, 2020.

WHEREFORE PBA respectfully requests the Court enter the Proposed Order (a) granting the relief requested in this Motion and (b) granting PBA such other and further relief as is just and proper.

Dated: November 21, 2019
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Brian S. Rosen (*pro hac vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900
Email: mbienenstock@proskauer.com
brosen@proskauer.com

*Attorneys for the Financial Oversight and
Management Board as representative for the
Puerto Rico Public Buildings Authority*

/s/ Hermann D. Bauer

Hermann D. Bauer
USDC No. 215205

/s/ Gabriel A. Miranda-Rivera

Gabriel A. Miranda-Rivera
USDC No. 306704

/s/ Daniel J. Perez Refojos

Daniel J. Perez-Refojos
USDC No. 303909
O'NEILL & BORGES LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for the
Puerto Rico Public Buildings Authority*

Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>,</p> <p>Debtor.⁴</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY,</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>Case No. 19 BK 5523-LTS</p> <p>(Jointly Administered)</p> <p>This Order relates only to PBA.</p>

**[PROPOSED] ORDER EXTENDING THE DATE FOR THE
PUERTO RICO PUBLIC BUILDINGS AUTHORITY TO FILE CREDITOR MATRIX**

⁴ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon consideration of the *Motion of Puerto Rico Buildings Authority for an Order Extending the Date to File Creditor Matrix*, filed on November 21, 2019 (the “Motion”) by the Puerto Rico Buildings Authority (“PBA”),⁵ and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is appropriate, it is **HEREBY ORDERED THAT**:

1. The Motion is **GRANTED** as set forth herein.
2. The date by which PBA shall file the Creditor Matrix shall be extended to and including **January 10, 2020**.
3. The relief granted herein is without prejudice to PBA’s right to seek further extensions of time to file the Creditor Matrix, to file a motion to modify the contents of the Creditor Matrix, or to amend the Creditor Matrix during this Title III Case.
4. The Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SO ORDERED.

Dated: _____, 20____
San Juan, Puerto Rico

Honorable Laura Taylor Swain
United States District Judge

⁵ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.